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# CO-OPERATIVES IN ONTARIO:

## *Filing Requirements and Record-Keeping*







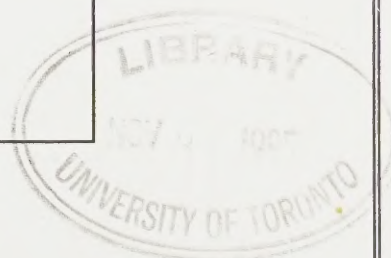
## CO-OPERATIVE PUBLICATIONS

These materials to help set up and run your co-op are available free of charge from Co-operative Development Services:

- *Guide to Setting up a Co-operative* covers the basic steps to start a co-operative.
- *Incorporating a Co-operative* contains brief step-by-step instructions on how to incorporate a co-operative, as well as all the forms you need.
- *Filing Requirements and Record Keeping* outlines the information about your co-op that you should send to the Ministry of Finance, such as financial statements and offering statements. This guide also describes the records that the Co-operative Corporations Act requires co-ops to keep.
- *Legal Requirements* describes how co-ops can ensure they comply with the Co-operative Corporations Act. It describes such things as how to pass by-laws, and directors' legal responsibilities.

Co-operative Development Services staff are available to answer your questions and explain government programs and services for co-ops. You can call or write us at:

Co-operative Development Services  
Ministry of Finance  
250 Yonge Street, 30th Floor  
Toronto ON M5B 2N7  
Tel: (416) 326-9301  
Fax: (416) 326-9313



(CE DOCUMENT EST DISPONIBLE EN FRANÇAIS)

June 1995





## **FILING REQUIREMENTS AND RECORD KEEPING**

This guide describes the forms and documents which the Co-operative Corporations Act and the Regulations require co-operatives to file. It also lists the records that co-ops have to keep.

To meet its filing requirements, it may be useful for your co-op to have a copy of the Act and the Regulations, as well as the amendments to both the Act (made by **Bill 160**) and the Regulations. You may order these by calling toll free, from Toronto: 326-5300, from other communities: 1-800-668-9938, from area code 807: ask operator for Zenith 67200.

Tables 1 to 4 in this guide summarize the documents and forms your co-op has to file. This guide describes how to file:

- Initial Notices/Notices of Change (Form 1), and Special Notices
- Financial Statements
- Audit Exemption Consent Forms
- Audit Exemption Resolution Forms
- Articles of Amendment
- Offering Statements (sample share and loan certificates are included)
- Material Change Statements

You may use photocopies of any of the forms included in this guide for filing with the Ministry of Finance.

- **FORM 1: INITIAL NOTICE/ NOTICE OF CHANGE**

**All co-ops must file an Initial Notice within 60 days of incorporating.**

Once you receive your certificate of incorporation, you must file an Initial Notice with the **Ministry of Consumer and Commercial Relations** within **60 days of the date on the certificate**. This is a simple procedure to inform the Ministry of your co-op's name and address, the date of its incorporation, your Ontario Corporation Number (which appears on your certificate of incorporation), and the names of your directors and officers.

**You will find a sample Form 1: Initial Notice/ Notice of Change in this guide.**

### **CHANGE IN DIRECTORS OR OFFICERS**

Directors are elected by the members for a term no longer than five years. Directors may be re-elected as often as the members wish, providing this is allowed by the co-op's by-laws.

- When there is a change in your co-op's directors or officers, you must file a **Form 1: Initial Notice/ Notice of Change** with the **Ministry of Consumer and Commercial Relations** within **15 days of the change**.
- When the number of your directors or officers changes, you must file a **certified copy of the by-law** confirming the change with the **Ministry of Finance** within **10 days of the members' resolution being passed**. (A certified copy of the by-law is a copy that bears the co-op's seal and has been signed by one of the co-op's officers.) You must also file a **Form 1: Initial Notice/ Notice of Change** with the **Ministry of Consumer and Commercial Relations** within **15 days of the change**.

For more information on changes in directors or officers, see Section 88 of the Act.

### **CHANGE OF LOCATION**

If you move your head office from one municipality to another, you must file a **certified copy of the by-law** confirming the move with the **Ministry of Finance** within **10 days of the members' resolution**. (A certified copy of the by-law is a copy that bears the co-op's seal and has been signed by one of the co-op's officers.) You must also file a **Form 1: Initial Notice/ Notice of Change** with the **Ministry of Consumer and Commercial Relations** within **15 days of the members' resolution**.



If you move your head office within a municipality, you must inform the **Ministry of Finance within 10 days of the members' resolution**. You must also send a **Form 1: Initial Notice/ Notice of Change** to the **Ministry of Consumer and Commercial Relations within 15 days of the members' resolution**.

For more information on change of location, see Section 14 of the Act.

- **SPECIAL NOTICE**

Since July 1992, the Ministry of Consumer and Commercial Relations has required all corporations operating in Ontario, including co-ops, to file a **Special Notice**. Each year, the Ministry of Consumer and Commercial Relations will send your co-op a **Special Notice Form** before the anniversary of its incorporation. The information you provide will help maintain up-to-date records on corporations operating in Ontario. For example, the **Special Notice** asks you to provide the names and addresses of your co-op's current directors and officers.

The **Special Notice** filing fee for commercial co-ops is \$50; non-profit co-ops pay \$25.

If you have any questions about the **Special Notice** filing, call or write:

Companies Branch  
Ministry of Consumer and Commercial Relations  
393 University Avenue, Suite 200  
Toronto ON M5G 2M2

Tel: (416) 314-8880

- **FINANCIAL STATEMENTS**

All co-operatives must file their financial statements with the **Ministry of Finance** annually.

This filing keeps us informed on the financial status of your co-op every year. Financial statements should indicate your co-op's:

- Assets and liabilities
- Profit and loss
- Surplus
- Patronage returns
- Source and use of funds
- Volume of business with members

Under the Act, the directors must present the financial statements every year to the members' annual general meeting. Members must receive a copy at least 10 days before the meeting. **The financial statements must be sent to the Ministry of Finance at the same time they are sent to the members.**

Non-member security holders also have to be sent a material change statement that includes a copy of the financial statements and the auditor's report, if any. This has to be done at the same time the financial statements are sent to the Ministry of Finance.

For more information on financial statements, see Sections 128 to 141 of the Act and Section 12 of the Regulations.

## **AUDITED FINANCIAL STATEMENTS**

The Co-op Act requires all co-operatives with more than 50 members or more than \$500,000 in capital, assets, gross revenue, or gross sales to have their financial statements audited by a chartered accountant.

An auditor's report confirms that the figures in your financial statements present the financial position of your co-op fairly and that your accounting practices follow generally accepted accounting principles.

The auditor's report must be presented to the members at the same time as the financial statements.

For more information on audited financial statements, see Sections 123 to 127 of the Act.

- **AUDIT EXEMPTIONS**

### **AUDIT EXEMPTION CONSENT FORM**

Co-ops with fewer than 16 members and less than \$500,000 in capital, assets, gross revenue, or gross sales do not have to have their financial statements audited by a chartered accountant, as long as all the members agree to the exemption in writing.



If this is your co-op's situation, you should file an **Audit Exemption Consent Form** with the Ministry of Finance.

A sample **Audit Exemption Consent Form** is included in this guide.

## **AUDIT EXEMPTION RESOLUTION FORM**

Co-ops with 16 - 50 members and less than \$500,000 in capital, assets, gross revenue, or gross sales do not have to have their financial statements audited by a chartered accountant, as long as a special resolution allowing the exemption is passed. (A special resolution is a resolution that has been passed by the board of directors and confirmed by a vote of at least two-thirds of those present at a general members' meeting.)

If your co-op passes such a resolution, you must file an **Audit Exemption Resolution Form** with the Ministry of Finance.

A sample **Audit Exemption Resolution Form** is included in this guide.

- **ARTICLES OF AMENDMENT**

Co-operatives have to file articles of amendment when they change their articles of incorporation. For example, articles of amendment are required to:

- Change a co-op's name
- Raise or lower the authorized capital
- Raise or lower member fees or minimum member loans
- Reclassify classes of shares
- Change restrictions on powers
- Change the special provisions
- Convert to a co-op with or without share capital
- Amalgamate with another co-op or a subsidiary
- Convert to a business corporation or a non-profit corporation

Generally, these changes have to be approved by a special resolution to be valid. (A special resolution is a resolution that has been passed by the board of directors and confirmed by a vote of at least two-thirds of those present at a general members' meeting.) Some changes to the articles need different kinds of approval to be valid. Please check the Act or the *Legal Requirements* guide to find out more about the type of approval needed by your articles of amendment.

Once this special resolution is passed, you must file **two copies** of the **Articles of Amendment Form** with the Ministry of Finance within six months. A single set of forms may be filed for several changes. The cost for filing articles of amendment with the Ministry of Finance is \$100.

Co-ops that change their names should file a **NUANS Report** (name search) with the Ministry of Finance when they file articles of amendment. They should also file a **Form 1: Initial Notice/ Notice of Change** with the **Ministry of Consumer and Commercial Relations** within 15 days of the change.

Co-ops that change their directors or officers do not need to file articles of amendment. They should file a **Form 1: Initial Notice/ Notice of Change** with the **Ministry of Consumer and Commercial Relations** within 15 days of the change.

You will find a sample **Articles of Amendment Form** in this guide.

For more information on changes to articles of incorporation, see Sections 151 to 154 of the Act.

- **OFFERING STATEMENT:**

An offering statement gives people interested in investing in your co-operative the information they need to make a an informed decision. Above all, the offering statement informs prospective investors about the **risks** involved in purchasing the co-op's securities. It also includes, for example, a description of the co-op's business, how it will use the money it raises, the names and positions of its directors and officers, how the co-op finances its operations, and up-to-date financial statements.

Generally, co-ops must file an offering statement with the Ministry of Finance when planning to sell securities to more than 25 people, or when the sale of securities increases the number of security holders in the co-op to more than 25. If the issue of securities does not increase the number of security holders to more than 25, you do not have to prepare an offering statement.

In addition, co-operatives are not required to file offering statements if they are planning to:

- Issue membership shares or member loans as a condition of membership and,
  - The value of the securities issued to any one member does not exceed \$100 per year,



- The total amount of membership shares and member loans held by any member does not exceed \$1,000;
- Issue new shares or member loans to members by using members' patronage returns;
- Use dividends to issue new shares.

If your co-op has to file an offering statement, you must do so **before** soliciting shares, member loans, or other securities. Every prospective security holder has to be given an offering statement and a copy of any material change statement (see below) **before** purchasing co-op securities. Offering statements should also be available for inspection at the co-op's head office.

This guide contains an offering statement format and instructions to help you prepare your co-op's offering statement.

When filing your co-op's offering statement with the Ministry of Finance, please make sure to send two original copies.

For more information on offering statements, see Sections 34 to 37 of the Act and Section 12 of the Regulations.

- **MATERIAL CHANGE STATEMENT**

A **material change statement** informs prospective investors of changes in your co-operative's financial position which may influence their decision to invest.

"Material change" means a change in a co-op's business, operations, or assets that may be expected to affect its gross revenue or sales by more than 10%, or its net income or loss by more than 25%. Changes that are expected to affect the co-op's gross revenue or gross sales by less than \$20,000 or its net income or loss by less than \$10,000 are not considered to be material changes.

Examples of material changes include:

- Signing a long-term sales contract
- Significant unexpected costs to replace equipment
- Sale of a large portion of assets or purchase of new assets
- Major shifts in sales of the co-op's products or services
- Substantial rise in production costs
- Variation in wholesale cost of products supplied to members

Co-ops have to file a material change statement with the Ministry of Finance if a material change occurs while the co-op is issuing securities under an offering statement. The material change statement has to be filed within 30 days of the change.

The co-op also has to attach a copy of the material change statement to the offering statement and send a copy of the material change statement to anyone who purchased securities under the offering statement before the material change occurred. Because this information is likely to be of interest to all members, co-ops may want to send them a copy as well.

This guide contains a format and instructions for preparing material change statements.

For more information on material change statements, see subsections 35(4)(5)(6) of the Act and Section 12 of the Regulations.

- **SHARE AND LOAN CERTIFICATES**

Persons who buy shares or make loans to a co-operative are entitled to receive a share certificate or loan certificate.

A share or loan certificate shows the total number of shares held or loans made by each person. It is not necessary to prepare a certificate for each share or loan.

**All certificates have to state:**

- The name of the co-op and the fact that it is incorporated under the Co-operative Corporations Act;
- The name of the person to whom the share or loan certificate is issued;
- The restrictions, if any, on the transfer of the security;
- Whether the co-op has a lien on the shares or loans.

**Share certificates have to state:**

- The number and class of shares represented, and their par value;
- The dividend rate, if any.

Certificates issued for preference shares should either state the rights, conditions, or restrictions attached to that class of shares, or they should



state that a copy of the full text describing those rights, conditions, or restrictions, is readily available from the co-op.

**Loan certificates have to state:**

- The amount, maturity date, and annual rate of interest on the loan;
- Whether the loan is secured by assets, inventory, or accounts receivable.

**You will find sample share and loan certificates in this guide.**

For more information on share and loan certificates, see Sections 44 to 48 of the Act.

- **KEEPING RECORDS**

Section 114 of the Co-operative Corporations Act requires every co-op to keep these records:

- Copy of articles of incorporation and any amendments to them
- Copy of by-laws and all resolutions
- Alphabetical list of all current members, as well as members during the previous 10 years, including their addresses at the time
- Alphabetical list of all current security holders, as well as security holders during the previous 10 years, including their addresses at the time
- List of all past and present directors, including their residence addresses while directors and periods in office
- Accounting records of all financial transactions
- Minutes of meetings of members, directors, and any executive committee





## SUMMARY: FILING REQUIREMENTS AND FEES

**TABLE 1: FILING REQUIREMENTS OF THE MINISTRY OF CONSUMER AND COMMERCIAL RELATIONS**

TYPE OF INFORMATION	PROCEDURE
<p>Basic information about the start-up of your co-op should be filed with the Registrar's Office of the Ministry of Consumer and Commercial Relations.</p> <p>This information includes your co-op's name and address, and the names of its directors and officers.</p>	<p>All co-operatives are required to file a <b>Form 1: Initial Notice/ Notice of Change</b> with the Ministry of Consumer and Commercial Relations within 60 days of incorporation.</p> <p>There is no fee for this procedure.</p> <p>Table 4 indicates how to make changes to this information.</p>
<p>All corporations operating in Ontario, including co-ops, are required to provide the names and addresses of their directors and officers on an annual basis.</p>	<p>Each year, the Ministry of Consumer and Commercial Relations will send your co-op a <b>Special Notice Form</b>.</p> <p>The filing fee for commercial co-ops is \$50; non-profit co-ops pay \$25.</p>

**TABLE 2: FINANCIAL STATEMENTS**

TYPE OF INFORMATION	PROCEDURE
<p>Information about your co-op's financial condition must be filed with the Ministry of Finance every year.</p> <p>Financial statements indicate your co-op's assets and liabilities, profit and loss, surplus, patronage returns, source and use of funds, and volume of business with members.</p> <p>(See Sections 128 to 141 of the Act and Section 12.4 of the Regulations)</p>	<p>The directors of all co-ops are required to present the financial statements to the members' annual general meeting. Members should get a copy of the financial statements at least 10 days before the meeting.</p> <p>The financial statements should be sent to the Ministry of Finance the same day they are mailed to the members.</p> <p>At the same time the financial statements are filed with the Ministry of Finance, co-ops that have issued securities to non-members also have to send them a material change statement which includes a copy of the financial statements and, if any, the auditor's report.</p>

<p><b>Audit exemptions:</b></p> <p>Co-ops with fewer than 16 members and less than \$500,000 in capital, assets, gross revenue, or gross sales do not have to file audited financial statements.</p>	<p>To be exempted from having their financial statements audited by a chartered accountant, members of these co-ops are required to give their written consent by filing an <b>Audit Exemption Consent Form</b> with the Ministry of Finance.</p>
<p>Co-ops with 16-50 members and less than \$500,000 in capital, assets, gross revenue, or gross sales do not have to file audited financial statements.</p>	<p>To be exempted from having their financial statements audited by a chartered accountant, members of these co-ops are required to pass a special resolution and file an <b>Audit Exemption Resolution Form</b> with the Ministry of Finance.</p>



**TABLE 3: OFFERING STATEMENTS**

TYPE OF INFORMATION	FEES	PROCEDURE
<p>Co-ops planning to issue securities (shares, debentures, member loans) are required to prepare an <b>offering statement</b> to give potential investors the information they need to make an informed decision.</p> <p>An offering statement describes the risks associated with investing in the co-op's securities and includes a description of the co-op's business, how it will use the money it raises, the names and positions of its directors and officers, how the co-op finances its operations, and up-to-date financial statements.</p> <p>(See Sections 34 to 37 of the Act and Section 12 of the Regulations)</p>	<p>No fee for an issue of securities worth less than \$50,000</p> <p>\$50 fee for an issue of securities worth \$50,000 or more</p>	<p>Co-ops offering securities to more than 25 people, or co-ops issuing securities which will increase the number of security holders to more than 25, have to file <b>two original copies</b> of their offering statement with the Ministry of Finance.</p> <p>Co-ops with more than 25 security holders which issue securities on an ongoing basis have to file <b>two original copies</b> of their offering statement every year.</p> <p><b>OTHER EXEMPTIONS:</b></p> <p>An offering statement is not required if:</p> <ul style="list-style-type: none"> <li>• Membership shares or member loans are issued as a condition of membership and, <ul style="list-style-type: none"> <li>(a) the amount issued is not more than \$100 per member per year, and</li> <li>(b) the total amount held by any member is not more than \$1,000.</li> </ul> </li> <li>• Patronage returns are used to issue shares or member loans to members.</li> <li>• Dividends are used to issue new shares.</li> </ul>

<p><b>Changes to the facts in your Offering Statement:</b></p> <p>Co-ops which undergo a material change in their financial situation while offering securities under an offering statement have to prepare a <b>material change statement</b> and send it to the Ministry of Finance, members of the co-op, and current and prospective investors.</p> <p>A material change in a co-op's business, operations, or assets is one that could affect its gross revenue or sales by more than 10%, or its net income or loss by more than 25%.</p> <p>(See Section 35 of the Act and Section 12 of the Regulations)</p>	<p>No fee.</p>	<p>Co-ops which undergo a material change while offering securities under an offering statement have to file <b>two copies of their material change statement</b> with the Ministry of Finance within 30 days of the change.</p> <p>The material change statement also has to be:</p> <ul style="list-style-type: none"> <li>• Attached to the offering statement;</li> <li>• Sent to every purchaser of the securities offered under the offering statement.</li> </ul>
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**TABLE 4: COMMON CHANGES**

TYPE OF CHANGE	FEES	PROCEDURE
<b>CHANGES TO ARTICLES OF INCORPORATION</b>		
<p>Basic changes such as altering the minimum member loan or the special provisions</p> <p>(See Sections 151, 153, 154 and 155 of the Act)</p>	\$100	<p>Co-ops that adopt a resolution to change any of their articles of incorporation should file <b>two copies</b> of the <b>Articles of Amendment Form</b> with the Ministry of Finance within 6 months of the members' resolution.</p> <p>Co-ops that change their names, head office address, directors, or officers should also file a <b>Form 1: Initial Notice/ Notice of Change</b> with the Ministry of Consumer and Commercial Relations.</p>
<p>Change in the name of your co-op</p> <p>(See Sections 151 and 153 of the Act)</p>	\$100	<p>Co-ops that adopt a resolution to change their names should file <b>two copies</b> of <b>Articles of Amendment Form</b> with the Ministry of Finance within 6 months of the members' resolution.</p> <p>The articles of amendment should be accompanied by <b>two copies</b> of a document proving that the co-op is not insolvent (<b>Affidavit of Solvency</b>) and by a <b>NUANS Report</b> (name search).</p> <p>They should also file a <b>Form 1: Initial Notice/ Notice of Change</b> with the Ministry of Consumer and Commercial Relations within 15 days of the change.</p>
<p>Change in the number of directors</p> <p>(See Section 88 of the Act)</p>	No fee	<p>Co-ops that adopt a resolution to change the number, or the minimum or maximum number, of their directors should file a <b>certified copy of the by-law</b> authorizing the change with the Ministry of Finance no later than 10 days after the members' resolution.</p> <p>They should also file a <b>Form 1: Initial Notice/ Notice of Change</b> with the Ministry of Consumer and Commercial Relations within 15 days of the change.</p>

**TABLE 4: COMMON CHANGES (cont'd)**

TYPE OF CHANGE	FEES	PROCEDURE
<b>OTHER CHANGES:</b>		
Change in your co-op's directors and officers	No fee	Co-ops with new directors or officers should file a <b>Form 1: Initial Notice/ Notice of Change</b> with the Ministry of Consumer and Commercial Relations within 15 days of the change.
Moving the registered head office <u>within</u> a municipality  (See Section 14 of the Act)	No fee	Co-ops in this situation should inform the Ministry of Finance within 10 days of the members' resolution.  They should also file a <b>Form 1: Initial Notice/ Notice of Change</b> with the Ministry of Consumer and Commercial Relations within 15 days of the change.
Moving the registered head office <u>from one municipality to another</u>  (See Section 14 of the Act)	No fee	Co-ops in this situation should file a <b>certified copy of the by-law</b> confirming the move with the Ministry of Finance within 10 days of the members' resolution.  They should also file a <b>Form 1: Initial Notice/ Notice of Change</b> with the Ministry of Consumer and Commercial Relations within 15 days of the change.

**TABLE 5: DOCUMENT SEARCHES AND COPIES**

TYPE OF INFORMATION	FEES	PROCEDURE
Document search	\$5	Co-op members and officers can ask the Ministry of Finance whether a document is on file with the Ministry.
Copies of documents	50 cents/pg (Minimum charge: \$2)	Co-op members and officers can request copies of documents, articles, and orders on file under the Act.
Certificate of status	\$50	Co-op members and officers can request a certificate proving that they are incorporated.
Certification of file contents	\$10	Co-op members and officers can request certified copies of the documents, articles, and orders in their file.



## **ENCLOSED MATERIALS**

- **Form 1: Initial Notice/ Notice of Change**
- **Audit Exemption Consent Form**
- **Audit Exemption Resolution Form**
- **Articles of Amendment**
- **Offering Statement Format**
- **Material Change Statement Format**
- **Membership Share Certificate**
- **Preference Share Certificate**
- **Loan Certificate**







**FORM 1**  
**Initial Notice/Notice of Change**  
**by an Ontario Corporation**

**Corporations Information Act**

**Instructions for Completion**

The attached form is to be used by a corporation that is incorporated, continued or amalgamated in Ontario:

(A) as an Initial Notice to be filed within 60 days of the date of incorporation, continuation or amalgamation;

**OR** (B) as a Notice of Change that must be filed within 15 days after the change or changes take place in the information previously filed.

It is not necessary to file a notice of change in respect of a director's retirement and subsequent re-election for consecutive terms of office.

A duplicate copy of the notice must be kept at the Corporation's registered office or principal place of business in Ontario and must be available for examination.

All information must be **typewritten in block capital letters using black ink in 10 or 12 pitch**.

All items on Form 1 and Schedule A must be completed in full, unless otherwise indicated.

Documents filed with the Companies Branch must be neat, legible and suitable for microfilming. Documents that do not conform to this standard will be returned to the corporation.

All **dates** must be completed using the following numeric format:

December 3, 1991 would be:

Year	Month	Day
1991	12	03

**Addresses** must be completed in full, including the street number and name, the city or town and the unit or suite number, if applicable. The province or state, country and postal code must be included when required. **Do not use abbreviations for provinces, states or countries. Post office box numbers cannot be used.**

**FEE**

There is no fee for the filing of an initial notice or notice of change.

**PENALTIES**

Sections 13 and 14 of the **Corporations Information Act** provide penalties for contravening the Act or Regulations.

Section 18(1) of the Act provides that a corporation that is in default of a requirement under this Act to file a notice or that has unpaid fees or penalties is not capable of maintaining a proceeding in a court in Ontario in respect of the business carried on by the corporation except with leave of the court.



## FORMULE 1

### AVIS INITIAL/AVIS DE MODIFICATION

### PAR UNE PERSONNE MORALE EN ONTARIO

### LOI SUR LES RENSEIGNEMENTS EXIGÉS DES PERSONNES MORALES

#### DIRECTIVES POUR REMPLIR LA FORMULE

La formule ci-jointe est à l'usage des personnes morales constituées, prorogées ou fusionnées en Ontario :

- A) soit à titre d'avis initial, et elle doit être déposée dans les soixante (60) jours de la date de constitution, de prorogation ou de fusion;
- B) soit à titre d'avis de modification, et elle doit être déposée dans les quinze (15) jours après la ou les modifications(s) aux renseignements produits antérieurement.

Il n'est pas nécessaire de déposer un avis de modification quand il s'agit de la retraite et de la réélection immédiate d'un administrateur pour un nouveau mandat.

Un double de l'avis est conservé au siège social ou bureau d'affaire principal en Ontario de la personne morale et doit être disponible pour examen.

Tous les renseignements doivent être **dactylographiés en caractères d'imprimerie, à l'encre noire, en 10 ou 12 points.**

Toutes les rubriques de la formule 1 et de l'annexe A doivent être dûment remplies, sauf indication contraire.

Les documents déposés auprès de la Direction des compagnies sont microfilmés; ils doivent, par conséquent, être propres, lisibles et adaptés à cette opération. Les documents qui ne répondent pas à cette norme seront renvoyés à la personne morale.

Les **dates** doivent être écrites dans l'ordre numérique suivant:

Par exemple :

le 3 décembre 1991 s'écrirait

année	mois	jour
1991	12	03

Indiquez l'adresse au complet, y compris le numéro civique et le nom de la rue, la cité ou la ville, le numéro d'unité ou de bureau, le cas échéant. Inclure également la province ou l'état, le pays et le code postal, le cas échéant.

**Ne pas utiliser d'abréviations pour la province, l'état ou le pays. Une case postale ne constitue pas une adresse.**

#### DROITS

Aucun droit n'est exigible pour le dépôt d'un avis initial, ni pour un avis de modification.

#### INFRACTIONS ET PEINES

Les articles 13 et 14 de la Loi sur les renseignements exigés des personnes morales prévoient des peines pour la contravention à la présente Loi ou à ses règlements d'application.

L'article 18(1) de la Loi prévoit que, si une personne morale manque à ses engagements en vertu de la Loi de déposer un avis ou si elle a des droits ou des pénalités impayés, cette personne morale ne peut maintenir une procédure judiciaire en Ontario en ce qui concerne l'entreprise qu'elle exploite, sauf avec une autorisation de la Cour.



## COMPLETION OF FORM 1

**Item 1: Initial Notice/Notice of Change:**

Indicate whether a business corporation or not-for-profit corporation is filing an initial notice or a notice of change by placing an **X** in the appropriate box. (Choose **one** box only.)

**Item 2: Ontario Corporation Number:**

Insert the Ontario Corporation Number. This number appears in the top right corner of your Certificate of Incorporation or Amalgamation or your Letters Patent.

**Item 3: Offering:**

Business corporations must indicate if they offer securities for sale within the meaning of the **Securities Act** by checking **yes** or **no**. Not-for-profit corporations should leave this item blank.

**Item 4: Date of Incorporation or Amalgamation:**

Insert the full date of incorporation or amalgamation.

**Item 5: Corporation Name:**

Insert the name of the corporation, including punctuation and spacing.

**Item 6: Address of Registered or Head Office in Ontario:**

Complete the full address of the Registered or Head Office in Ontario.

**Item 7: Principal Place of Business in Ontario:**

**Do not leave this item blank.**

If the address is the same as the registered or head office address, place an **X** in the box provided.

If the address of the principal place of business is different from the registered or head office in Ontario, complete the full address.

If the address of the principal place of business is not in Ontario, place an **X** in the 'Not Applicable' box.

**Item 8: Activity Classification Code:**

The Activity Classification Code identifies the type of business(es) you are conducting. Place an **X** in the appropriate box(es) using the following table:

CODE	TYPE OF BUSINESS
A.	Agricultural and Related Service Industries
B.	Fishing/Trapping Industries
C.	Logging/Forestry Industries
D.	Mining (including Milling), Quarrying and Oil Well Industries
E.	Manufacturing Industries
F.	Construction Industries
G.	Transportation/Storage Industries
H.	Communication/Other Utility Industries
I.	Wholesale Trade Industries
J.	Retail Trade Industries
K.	Finance/Insurance Industries, including Holding & Investment Companies
L.	Real Estate Operator/Insurance Agent Industries
M.	Business Service Industries
O.	Education Service Industries
P.	Health/Social Service Industries
Q.	Accommodation/Food/Beverage Service Industries
R.	Other Service Industries

**NOTE: None of the Above Indicator:**

If no Activity Classification Code applies, check the box provided.

**Item 9: Language of Preference:**

Specify whether you prefer to receive correspondence from Companies Branch in English or French.

**Item 10: Number of Schedule A(s) submitted:**

Schedule A must be submitted with your form. Specify the number of Schedule A(s) you are submitting.

**NOTE:**

**A blank Schedule A may be photocopied if required.**

**Item 11: Signature:**

The form must be signed by a director, officer or other individual having knowledge of the affairs of the corporation. The name of the individual must be indicated in the box provided and an **X** must be placed in the appropriate box to indicate whether the individual is a director, officer or other individual having knowledge of the affairs of the corporation.

Signatures must be originals.

## COMMENT REMPLIR LA FORMULE 1

- RUBRIQUE 1. Avis initial/Avis de modification :**  
Indiquer si une société par actions ou une personne morale sans but lucratif dépose un avis initial ou un avis de modification en cochant (x) la case appropriée. (Ne cocher qu'une seule case.)
- RUBRIQUE 2. Numéro matricule de la personne morale en Ontario :**  
Le <<numéro matricule de la personne morale en Ontario>> apparaît dans le coin supérieur droit du Certificat de constitution, ou de fusion de la personne morale ou de ses lettres patentes.
- RUBRIQUE 3. Appel à l'épargne :**  
Les personnes morales doivent indiquer si elles offrent des valeurs mobilières au public selon la **Loi sur les valeurs mobilières** en cochant **oui** ou **non**. Les personnes morales sans but lucratif doivent laisser cette rubrique en blanc.
- RUBRIQUE 4. Date de constitution ou de fusion :**  
Indiquer la date au complet de constitution ou de fusion.
- RUBRIQUE 5. Raison sociale de la personne morale :**  
Indiquer la raison sociale de la personne morale, y compris la ponctuation et les espaces.
- RUBRIQUE 6. Adresse du siège social :**  
Indiquer l'adresse du siège social.
- RUBRIQUE 7. Adresse du bureau principal en Ontario :**  
**Ne pas laisser cette rubrique en blanc.**  
Si l'adresse est la même que celle du siège social, cocher(x) la case prévue à cette fin.  
  
Si l'adresse du bureau principal est différente de celle du siège social, inscrire l'adresse au complet.  
  
Si l'adresse du bureau principal ne se trouve pas en Ontario, cocher (x) la case << Ne s'applique pas>>.
- RUBRIQUE 8. Le code de classification par secteur industriel (C.S.I.)**  
Le code désigne le genre d'activités que l'entreprise exerce en Ontario. Veuillez inscrire le(s) code(s) approprié(s) parmi les catégories suivantes:

### CODE

### GENRE D'ACTIVITÉ

- A. Agriculture et autres services connexes
- B. Industrie de la pêche et du piégeage
- C. Bois et papier
- D. Industrie minière (y compris la fragmentation), carrières et puits de pétrole
- E. Industrie manufacturière
- F. Industrie de la construction
- G. Services de transport et d'entreposage
- H. Communications et autres services publics
- I. Industrie de vente en gros
- J. Industrie de vente au détail
- K. Finance et assurance y compris les compagnies de portefeuille
- L. Exploitant de biens immeubles et agents d'assurance
- M. Services généraux à l'entreprise
- O. Éducation
- P. Santé et services sociaux
- Q. Hébergement, aliments, boissons
- R. Autres services

### REMARQUE:

#### Aucun des indicateurs ci-dessus :

Si aucun code de classification ne s'applique, cocher la case prévue à cette fin.

- RUBRIQUE 9. Langue préférée :**  
Indiquez si vous préférez recevoir la correspondance de la Direction des compagnies en français ou en anglais.
- RUBRIQUE 10. Nombre d'annexes A présentées :**  
L'annexe A doit être présentée avec votre formule. Préciser le nombre d'annexes A présentées avec votre formule.

### REMARQUE :

Utiliser une annexe A vierge pour faire le nombre de photocopies requis.

- RUBRIQUE 11. Signature :**  
Le présent avis doit être signé par un dirigeant, un administrateur ou toute personne ayant connaissance des activités de la personne morale. Le nom du particulier doit être dactylographié dans la case indiquée; cocher(x) la case de l'administrateur, le dirigeant ou tout autre personne ayant connaissance des activités de la personne morale, le cas échéant.

Les signatures doivent être authentiques.



## COMPLETION OF SCHEDULE A

Complete all applicable items on Schedule A in full, including the Ontario Corporation Number and Date of Incorporation or Amalgamation.

Schedule A must report all information pertaining to directors and officers of the corporation and must show all changes that have taken place since the filing of the initial notice or most recent notice of change.

One director/officer information section must be completed for each individual who is a director and/or officer of the corporation.

There must be a minimum of one director in a non-offering business corporation and a minimum of three directors in a not-for-profit corporation or an offering business corporation.

Not-for-profit corporations must have a minimum of two officers, including a president and a secretary.

### DIRECTOR/OFFICER INFORMATION

The following two sections must be completed for each individual:

#### NAME

Complete the name in full, providing last, first, and middle name or initials.

#### ADDRESS

A full residential address is required for the individual.

#### Director Information

If the individual is a Director, the next three sections must be completed.

#### Resident Canadian

This information is required for directors of business corporations only.

Specify whether the individual is a Resident Canadian by checking **yes** or **no**.

#### Date Elected

Complete the date on which the individual became a Director.

#### Date Ceased

Insert the date the director ceased to hold his/her position.

If the date ceased has been completed, the date the director assumed his/her position must also be completed.

#### Officer Information

If the individual is an officer, the next two sections must be completed:

#### Date Officer Appointed

Complete the date the individual was appointed as an officer under the appropriate title(s).  
Other' includes officers with functions equivalent to president, secretary, treasurer and general manager.

#### Date Officer Ceased

Insert the date the officer ceased to hold his/her position.

If the date ceased has been completed, the date the officer assumed his/her position must also be completed.

The completed form must be mailed or delivered to:

Ministry of Consumer and Commercial Relations  
Companies Branch  
393 University Ave Suite 200  
Toronto ON M5G 2M2

## COMMENT REMPLIR L'ANNEXE A

Remplir toutes les rubriques pertinentes au complet dans l'annexe A y compris le numéro matricule de la personne morale en Ontario, et la date de constitution ou de fusion.

L'annexe A doit être utilisée pour faire rapport des modifications concernant les renseignements relatifs aux administrateurs/dirigeants qui se sont produits depuis le dépôt de l'avis initial ou le plus récent avis de modification.

La section des renseignements relatifs aux administrateurs/dirigeants doit être remplie pour chacun des administrateurs et dirigeants de la personne morale.

Il doit y avoir au moins un administrateur pour une société par actions qui ne fait pas d'appel public à l'épargne, et au moins trois administrateurs pour une personne morale sans but lucratif ou une personne morale qui fait un appel public à l'épargne.

Les personnes morales sans but lucratif doivent avoir un minimum de deux dirigeants, y compris un président et un secrétaire.

### RENSEIGNEMENTS RELATIFS AUX ADMINISTRATEURS/DIRIGEANTS :

Les deux sections suivantes doivent être remplies pour chaque personne :

#### NOM

Indiquer le nom au complet, en donnant le nom de famille, le(s) prénom(s) ou les initiales.

#### ADRESSE

Une adresse personnelle complète est requise pour chacun des administrateurs/dirigeants.

#### Renseignements relatifs aux administrateurs

Si la personne est un administrateur, les trois sections suivantes doivent être remplies.

##### Résident canadien

Ce renseignement est exigé des administrateurs de personnes morales à but lucratif seulement.

Préciser si la personne est un résident canadien en cochant **oui** ou **non**.

##### Date d'élection

Indiquer la date à laquelle la personne est devenue administrateur.

##### Date de cessation des fonctions à titre d'administrateur

Inscrire la date à laquelle l'administrateur a cessé ses fonctions à titre d'administrateur.

Si la date de cessation des fonctions a été indiquée, la date à laquelle l'administrateur est entré en fonction doit également être indiquée.

#### Renseignements relatifs aux dirigeants

Si la personne est un dirigeant, les deux sections suivantes doivent être remplies.

##### Date de nomination du dirigeant

Inscrire la date à laquelle la personne a été nommée dirigeant sous le(s) titre(s) approprié(s).

<<Autre>> comprend les dirigeants qui ont les fonctions équivalentes à celles du président, secrétaire, trésorier et directeur général.

##### Date de cessation des fonctions à titre de dirigeant

Inscrire la date à laquelle le dirigeant a cessé ses fonctions à titre de dirigeant.

Si la date de cessation des fonctions a été indiquée, la date à laquelle le dirigeant est entré en fonction doit également être indiquée.

L'avis dûment rempli doit être envoyé par la poste ou livré à l'adresse suivante:

Ministère de la Consommation et du Commerce  
Direction des compagnies  
393 ave University Bureau 200  
Toronto ON M5G 2M2





**Form 1 - Ontario Corporation/  
Formule 1 - Personnes morales en Ontario**

**Initial Notice/Notice of Change/  
Avis Initial/Avis de modification  
Corporations Information Act/Loi sur les  
renseignements exigés des personnes morales**

All information must be typewritten in block capital letters using black ink in 10 or 12 pitch.

Tous les renseignements doivent être dactylographiés en caractères d'imprimerie à l'encre noire, en 10 ou 12 points.

1.	Initial Notice		Notice of Change	
	Avis initial	Avis de modification		
Business Corporations/ Société par actions	<input type="checkbox"/>	<input type="checkbox"/>		
Not-For-Profit Corporation/ Personne morale sans but lucratif	<input type="checkbox"/>	<input type="checkbox"/>		

For Ministry Use Only À l'usage du ministère seulement	2. Ontario Corporation Number Numéro matricule de la personne morale en Ontario <input type="text"/>	3. Offering/ Appel à l'épargne Yes/Oui <input type="checkbox"/> No/Non <input type="checkbox"/>	4. Date of Incorporation or Amalgamation/ Date de constitution ou fusion Year/Année Month/Mois Day/Jour <input type="text"/> <input type="text"/> <input type="text"/>	For Ministry Use Only À l'usage du ministère seulement
5. Corporation Name including Punctuation/Raison sociale de la personne morale, y compris la ponctuation <input type="text"/> <input type="text"/> <input type="text"/>				
6. Address of Registered or Head Office/Adresse du siège social c/o / attn <input type="text"/> Street Number/Numéro civique <input type="text"/> Street Name/Nom de la rue <input type="text"/> Suite/Bureau <input type="text"/> Street Name (cont'd)/Nom de la rue (suite) <input type="text"/> City/Town/Ville <input type="text"/> <b>ONTARIO, CANADA</b> Postal Code/Code postal <input type="text"/>				
7. Principal Place of Business in Ontario/Adresse du bureau d'affaire principal en Ontario Street Number/Numéro civique <input type="text"/> Street Name/Nom de la rue <input type="text"/> Street Name (cont'd)/Nom de la rue (suite) <input type="text"/> Suite/Bureau <input type="text"/> City/Town/Ville <input type="text"/> <b>ONTARIO, CANADA</b> Postal Code/Code postal <input type="text"/>				
8. Activity Classification Code/Code de classification des activités A <input type="checkbox"/> B <input type="checkbox"/> C <input type="checkbox"/> D <input type="checkbox"/> E <input type="checkbox"/> F <input type="checkbox"/> G <input type="checkbox"/> H <input type="checkbox"/> I <input type="checkbox"/> J <input type="checkbox"/> K <input type="checkbox"/> L <input type="checkbox"/> M <input type="checkbox"/> O <input type="checkbox"/> P <input type="checkbox"/> Q <input type="checkbox"/> R <input type="checkbox"/>				
9. Language of Preference/Langue préférée English - Anglais <input type="checkbox"/> French - Français <input type="checkbox"/> None of the Above / Aucun de ces choix <input checked="" type="checkbox"/>				
10. Information on Directors/Officers must be completed on Schedule A. If additional space is required, photocopy Schedule A./Renseignements relatifs aux administrateurs/dirigeants doivent être inscrits à l'annexe A. Si vous avez besoin de plus d'espace, photocopiez l'annexe A. Number of Schedule A(s) submitted/Nombre d'annexes A présentées <input type="text"/> (At least one Schedule A must be submitted/Au moins une annexe A doit être présentée)				
11. (Type name in full/Inscrire les noms et prénoms en caractère d'imprimerie) I, Je soussigné <input type="text"/> certify that the information set out herein, is true and correct. Atteste que les renseignements précités sont véridiques et exacts.  Signature <input type="text"/>				

Check appropriate box  
Cocher la case pertinente

D) ☐ Director/Administrateur

O) ☐ Officer /Dirigeant

P) ☐ Other individual having knowledge of the  
affairs of the Corporation/Autre personne  
ayant connaissance des activités de la  
personne morale

**NOTE/REMARQUE:** Sections 13 & 14 of the Corporations Information Act provide penalties for making false or misleading statements or omissions. Les articles 13 & 14 de la Loi sur les renseignements exigés des personnes morales prévoient des peines en cas de déclaration fautive ou trompeuse, ou d'omission.

FOR MINISTRY USE ONLY  
À L'USAGE DU MINISTÈRE SEULEMENT

☐ See Deficiency Letter enclosed  
Voir l'avis d'irrégularité ci-joint

## COMMENT REMPLIR L'ANNEXE A

Remplir toutes les rubriques pertinentes au complet dans l'annexe A y compris le numéro matricule de la personne morale en Ontario, et la date de constitution ou de fusion.

L'annexe A doit être utilisée pour faire rapport des modifications concernant les renseignements relatifs aux administrateurs/dirigeants qui se sont produits depuis le dépôt de l'avis initial ou le plus récent avis de modification.

La section des renseignements relatifs aux administrateurs/dirigeants doit être remplie pour chacun des administrateurs et dirigeants de la personne morale.

Il doit y avoir au moins un administrateur pour une société par actions qui ne fait pas d'appel public à l'épargne, et au moins trois administrateurs pour une personne morale sans but lucratif ou une personne morale qui fait un appel public à l'épargne.

Les personnes morales sans but lucratif doivent avoir un minimum de deux dirigeants, y compris un président et un secrétaire.

### RENSEIGNEMENTS RELATIFS AUX ADMINISTRATEURS/DIRIGEANTS :

Les deux sections suivantes doivent être remplies pour chaque personne :

#### NOM

Indiquer le nom au complet, en donnant le nom de famille, le(s) prénom(s) ou les initiales.

#### ADRESSE

Une adresse personnelle complète est requise pour chacun des administrateurs/dirigeants.

#### Renseignements relatifs aux administrateurs

Si la personne est un administrateur, les trois sections suivantes doivent être remplies.

##### Résident canadien

Ce renseignement est exigé des administrateurs de personnes morales à but lucratif seulement.

Préciser si la personne est un résident canadien en cochant **oui** ou **non**.

##### Date d'élection

Indiquer la date à laquelle la personne est devenue administrateur.

##### Date de cessation des fonctions à titre d'administrateur

Inscrire la date à laquelle l'administrateur a cessé ses fonctions à titre d'administrateur.

Si la date de cessation des fonctions a été indiquée, la date à laquelle l'administrateur est entré en fonction doit également être indiquée.

#### Renseignements relatifs aux dirigeants

Si la personne est un dirigeant, les deux sections suivantes doivent être remplies.

##### Date de nomination du dirigeant

Inscrire la date à laquelle la personne a été nommée dirigeant sous le(s) titre(s) approprié(s).

<<Autre>> comprend les dirigeants qui ont les fonctions équivalentes à celles du président, secrétaire, trésorier et directeur général.

##### Date de cessation des fonctions à titre de dirigeant

Inscrire la date à laquelle le dirigeant a cessé ses fonctions à titre de dirigeant.

Si la date de cessation des fonctions a été indiquée, la date à laquelle le dirigeant est entré en fonction doit également être indiquée.

L'avis dûment rempli doit être envoyé par la poste ou livré à l'adresse suivante:

Ministère de la Consommation et du Commerce  
Direction des compagnies  
393 ave University Bureau 200  
Toronto ON M5G 2M2



Ministry of  
Consumer and  
Commercial Relations

Ministère de  
la Consommation  
et du Commerce

Companies Branch  
393 University Ave Suite 200  
Toronto ON M5G 2M2

Direction des compagnies  
393 ave University Bureau 200  
Toronto ON M5G 2M2

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Page/Page 1 of/de \_\_\_\_\_

**Form 1 - Ontario Corporation/  
Formule 1 - Personnes morales en Ontario**

**Initial Notice/Notice of Change/  
Avis Initial/Avis de modification  
Corporations Information Act/Loi sur les  
renseignements exigés des personnes morales**

All information must be typewritten in block capital letters using black ink in 10 or 12 pitch.

Tous les renseignements doivent être dactylographiés en caractères d'imprimerie à l'encre noire, en 10 ou 12 points.

1.	Notice of Change	
	Initial Notice Avis initial	Avis de modification
Business Corporations/ Société par actions	<input type="checkbox"/>	<input type="checkbox"/>
Not-For-Profit Corporation/ Personne morale sans but lucratif	<input type="checkbox"/>	<input type="checkbox"/>

For Ministry Use Only À l'usage du ministère seulement	2. Ontario Corporation Number Numéro matricule de la personne morale en Ontario	3. Offering/ Appel à l'épargne Yes/Oui <input type="checkbox"/> No/Non <input type="checkbox"/>	4. Date of Incorporation or Amalgamation/ Date de constitution ou fusion Year/Année Month/Mois Day/Jour	For Ministry Use Only À l'usage du ministère seulement
--	---	---	--	---

5. Corporation Name including Punctuation/Raison sociale de la personne morale, y compris la ponctuation

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

6. Address of Registered or Head Office/Adresse du siège social c/o / attn _____	For Ministry Use Only/ À l'usage du ministère seulement
Street Number/Numéro civique _____ Street Name/Nom de la rue _____ Suite/Bureau _____	
Street Name (cont'd)/Nom de la rue (suite) _____	
City/Town/Ville _____	
Postal Code/Code postal _____	
ONTARIO, CANADA	

7. Principal Place of Business in Ontario/Adresse du bureau d'affaire principal en Ontario	<input type="checkbox"/> Same as Registered or Head Office/ Même que celle du siège social
Street Number/Numéro civique _____	<input type="checkbox"/> Not Applicable/ Ne s'applique pas
Street Name/Nom de la rue _____	
Street Name (cont'd)/Nom de la rue (suite) _____	
Suite/Bureau _____	
City/Town/Ville _____	
Postal Code/Code postal _____	
ONTARIO, CANADA	

8. Activity Classification Code/Code de classification des activités

A	B	C	D	E	F	G	H	I	J	K	L	M	O	P	Q	R
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

9. Language of Preference/Langue préférée	English - Anglais <input type="checkbox"/>	French - Français <input type="checkbox"/>	None of the Above Aucun de ces choix <input checked="" type="checkbox"/>
---	--	--	---

10. Information on Directors/Officers must be completed on Schedule A. If additional space is required, photocopy Schedule A./Renseignements relatifs aux administrateurs/dirigeants doivent être inscrits à l'annexe A. Si vous avez besoin de plus d'espace, photocopiez l'annexe A.

Number of Schedule A(s) submitted/Nombre d'annexes A présentées \_\_\_\_\_ (At least one Schedule A must be submitted/Au moins une annexe A doit être présentée)

11. I, Je soussigné _____ (Type name in full/Inscrire les noms et prénoms en caractère d'imprimerie) certify that the information set out herein, is true and correct. Atteste que les renseignements précités sont véridiques et exacts.	Check appropriate box Cocher la case pertinente D) <input type="checkbox"/> Director/Administrateur O) <input type="checkbox"/> Officer /Dirigeant P) <input type="checkbox"/> Other individual having knowledge of the affairs of the Corporation/Autre personne ayant connaissance des activités de la personne morale
Signature _____	

**NOTE/REMARQUE:** Sections 13 & 14 of the Corporations Information Act provide penalties for making false or misleading statements or omissions. Les articles 13 & 14 de la Loi sur les renseignements exigés des personnes morales prévoient des peines en cas de déclaration fautive ou trompeuse, ou d'omission.

FOR MINISTRY USE ONLY  
À L'USAGE DU MINISTÈRE SEULEMENT

See Deficiency Letter enclosed  
Voir l'avis d'irrégularité ci-joint



This information is being collected under the authority of The Corporations Information Act for the purpose of maintaining a public data base of corporate information.

La Loi sur les renseignements exigés des personnes morales autorise la conservation de ce renseignement pour de constituer une banque de données accessible au public.

The completed form must be mailed or delivered to:  
Ministry of Consumer and Commercial Relations  
Compliance Section  
Companies Branch  
393 University Ave Suite 200  
Toronto ON M5G 2M2

L'avis dûment rempli doit être envoyé par la poste ou livré à l'adresse suivante :  
Ministère de la Consommation et du Commerce  
Section de l'application des règlements  
Direction des compagnies  
393 ave University Bureau 200  
Toronto ON M5G 2M2

## Form 1 - Ontario Corporation/Formule 1 - Personnes morales en Ontario

## Schedule A/Annexe A

For Ministry Use Only  
À l'usage du ministère seulement  
Page/Page \_\_\_\_\_ of/de \_\_\_\_\_

All information must be typewritten in block capital letters using black ink in 10 or 12 pitch.

Tous les renseignements doivent être dactylographiés en caractères d'imprimerie à l'encre noire, en 10 ou 12 points.

For Ministry Use Only  
À l'usage du ministère  
seulementOntario Corporation Number  
Numéro matricule de la  
personne morale en OntarioDate of Incorporation or Amalgamation  
Date de constitution ou fusion  
Year/Année Month/Mois Day/JourFor Ministry Use Only  
À l'usage du ministère seulement

## DIRECTOR / OFFICER INFORMATION - RENSEIGNEMENTS RELATIFS AUX ADMINISTRATEURS/DIRIGEANTS

Full Name and Residential Address/Nom et adresse personnelle au complet

Last Name/Nom de famille

First Name/Prénom

Middle Names/Autres prénoms

Street Number/Numéro civique

Street Name/Nom de la rue

Street Name (cont'd)/Nom de la rue (suite)

Suite/Bureau

City/Town/Ville

Province, State/Province, État

Country/Pays

Postal Code/Code postal

## Director Information/Renseignements relatifs aux administrateurs

Resident Canadian/  
Résident canadien☐ YES/OUI☐ NO/NON

(Resident Canadian applies to directors of business corporations only.)

(Résident canadien ne s'applique qu'aux administrateurs de personnes morales à but lucratif)

Date Elected/  
Date d'élection

Year/Année Month/Mois Day/Jour

Date Ceased/  
Date de cessation

Year/Année Month/Mois Day/Jour

## Officer Information/Renseignements relatifs aux dirigeants

PRESIDENT/PRÉSIDENT

SECRETARY/SECRÉTAIRE

TREASURER/TRÉSORIER

GENERAL MANAGER/  
DIRECTEUR GÉNÉRAL

OTHER/AUTRE

Date Appointed/  
Date de nomination

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Date Ceased/  
Date de cessation

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

## DIRECTOR / OFFICER INFORMATION - RENSEIGNEMENTS RELATIFS AUX ADMINISTRATEURS/DIRIGEANTS

Full Name and Residential Address/Nom et adresse personnelle au complet

Last Name/Nom de famille

First Name/Prénom

Middle Names/Autres prénoms

Street Number/Numéro civique

Street Name/Nom de la rue

Street Name (cont'd)/Nom de la rue (suite)

Suite/Bureau

City/Town/Ville

Province, State/Province, État

Country/Pays

Postal Code/Code postal

## Director Information/Renseignements relatifs aux administrateurs

Resident Canadian/  
Résident canadien☐ YES/OUI☐ NO/NON

(Resident Canadian applies to directors of business corporations only.)

(Résident canadien ne s'applique qu'aux administrateurs de personnes morales à but lucratif)

Date Elected/  
Date d'élection

Year/Année Month/Mois Day/Jour

Date Ceased/  
Date de cessation

Year/Année Month/Mois Day/Jour

## Officer Information/Renseignements relatifs aux dirigeants

PRESIDENT/PRÉSIDENT

SECRETARY/SECRÉTAIRE

TREASURER/TRÉSORIER

GENERAL MANAGER/  
DIRECTEUR GÉNÉRAL

OTHER/AUTRE

Date Appointed/  
Date de nomination

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Date Ceased/  
Date de cessation

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

For Ministry Use Only  
À l'usage du ministère seulementInitials/Paraphes  
LI \_\_\_\_\_ QA \_\_\_\_\_  
DE \_\_\_\_\_ VER \_\_\_\_\_

This information is being collected under the authority of The Corporations Information Act for the purpose of maintaining a public data base of corporate information.

La Loi sur les renseignements exigés des personnes morales autorise la conservation de ce renseignement pour de constituer une banque de données accessible au public.

The completed form must be mailed or delivered to:

Ministry of Consumer and Commercial Relations  
Compliance Section  
Companies Branch  
393 University Ave Suite 200  
Toronto ON M5G 2M2

L'avis dûment rempli doit être envoyé par la poste ou livré à l'adresse suivante :

Ministère de la Consommation et du Commerce  
Section de l'application des règlements  
Direction des compagnies  
393 ave University Bureau 200  
Toronto ON M5G 2M2



**AUDIT EXEMPTION CONSENT FORM  
FOR CO-OPS WITH LESS THAN 16 MEMBERS**

**WHEREAS** \_\_\_\_\_ has:  
(name of co-operative)

- a) fifteen members or less;
- b) capital not exceeding \$500,000 as shown on the financial statement of the co-operative for the preceding year; and
- c) assets not exceeding \$500,000 and sales or gross operating revenues not exceeding \$500,000, as shown on the financial statement of the co-operative for the preceding year.

**THEREFORE** we, being all members of \_\_\_\_\_  
(name of co-operative)  
\_\_\_\_\_ hereby consent to exemption from audit requirements outlined in Section 123 of the Co-operative Corporations Act, RSO, 1990 as amended.

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

Dated at \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_ 19 \_\_\_\_



**AUDIT EXEMPTION RESOLUTION FORM**  
**FOR CO-OPS WITH BETWEEN 16 AND 50 MEMBERS**

**WHEREAS** \_\_\_\_\_ has:  
(name of co-operative)

- a) more than fifteen but fewer than fifty one members;
- b) capital not exceeding \$500,000 as shown on the financial statement of the co-operative for the preceding year; and
- c) assets not exceeding \$500,000 and sales or gross operating revenues not exceeding \$500,000, as shown on the financial statement of the co-operative for the preceding year.

The Special Resolution confirming the above is set out below and forms part of this exemption.

**BE IT ENACTED** that \_\_\_\_\_  
(name of co-operative)  
\_\_\_\_\_ confirms that the above statements are true and are

**CERTIFIED** to be a true copy of the audit exemption resolution \_\_\_\_\_  
(name of co-operative)  
\_\_\_\_\_, duly passed by the Board of Directors at  
a meeting held on the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_\_  
and confirmed by two-thirds of the votes cast at a meeting of members held on the \_\_\_\_\_ day of  
\_\_\_\_\_, 19\_\_\_\_\_.

\_\_\_\_\_  
Secretary, Officer or Director





**Co-operative Corporations Act**

**ARTICLES OF AMENDMENT**

**OF**

.....  
(name of co-operative)

**INCORPORATED ON** .....  
(date of incorporation)

1. The following is a certified copy of the resolution amending the articles of the co-operative:

2. The above amendment has been duly authorized as required by subsections 151 (2), (3) and (4) of the Co-operative Corporations Act.





3. The resolution authorizing the amendment was confirmed by the members of the co-operative on .....

4. These articles are executed in duplicate for delivery to the Minister.

CERTIFIED

.....  
(name of co-operative)

BY:

.....  
(signature) (description of office)

CORPORATE SEAL

.....  
(signature) (description of office)



AFFIDAVIT OF VERIFICATION

PROVINCE OF ONTARIO

..... OF.....

TO WIT:

IN THE MATTER OF THE CO-OPERATIVE CORPORATIONS ACT AND  
THE ARTICLES OF AMENDMENT OF

.....  
(name of co-operative)

I, ..... in the .....  
(full name of deponent) (status of municipality)

of ..... in the .....  
(name of municipality) (county or district)

of ..... in the .....  
(name of county or district) (province or state)

of ..... make oath and say  
that: (name of province or state)

1. I am.....

of .....  
(name of co-operative)

(herein called "co-operative") and as such have personal knowledge of the matters  
herein deposed to.

2. The statements contained in the accompanying articles of amendment of the co-  
operative are true.

3. The co-operative has complied with the requirements of the Co-operative Corporations  
Act and the conditions contained in the articles and by-laws of the co-operative  
precedent to the delivery of the articles of amendment.

Sworn before me at the

.....

of ..... in the.....

of .....this .....day

of ..... 19.....

.....  
(signature of commissioner, notary public, etc.)

.....  
(signature of deponent)





## OFFERING STATEMENT

### INSTRUCTIONS

Please check the section called "Offering Statement" in this guide to find out if your co-op has to file an offering statement.

This section contains an offering statement format and instructions to help you prepare your co-op's offering statement. We have developed this format for your convenience; you are not required to use it. If you would like to use a different format for your co-op's offering statement, please ensure that the offering statement provides all the information required by the Regulations under the Co-operative Corporations Act.





**ALL OFFERING STATEMENTS SHOULD INCLUDE THE FOLLOWING INFORMATION  
ON THE COVER PAGE:**

---

Ontario Corporation Number:

This document contains important information about the securities offered for sale by the Co-operative named below. You should read the whole Offering Statement before deciding whether or not to buy these securities. All prospective purchasers of these securities must receive this Offering Statement before completing their purchase.

**OFFERING STATEMENT of**

**[Name of Co-operative]**

**Dated ....., 199....**

**MINIMUM OFFERING: \$.....**

**MAXIMUM OFFERING: \$.....**

**[The securities offered for sale. For example:  
10,000 Class A Preference Shares, Issue Price: \$10.00 per share]**

The securities offered are issued under the Co-operative Corporations Act and are exempt from the Securities Act. The persons selling these securities are exempt from the registration requirements of the Securities Act and are not required to be licensed by any Government agency.

**No official of the Government of the Province of Ontario has considered the merits of the matters addressed in this Offering Statement. Neither the Ministry of Finance nor any other ministry or agency of the Government of Ontario assumes any liability or obligation to anyone who purchases the securities offered under this Offering Statement.**

**There is no established market through which these securities may be sold. Due to the characteristics of these securities and the restrictions on their transfer, no such market is likely to develop. The directors of the Co-operative have set the price of the securities offered.**

**Prospective investors should not rely on any information other than what is contained in this Offering Statement. Potential buyers should pay careful attention to all the risk factors noted in the Offering Statement.**

**The information in any projections or pro forma statements contained in this Offering Statement may vary materially from actual results.**

**This Offering Statement expires on ....., 19.... No further securities may be issued after this date unless a new Offering Statement is filed and receipted.**



**1. TABLE OF CONTENTS:**

Include a table of contents of the information in the offering statement near the beginning of the offering statement. The table of contents also has to list any documents, reports, or other materials that are attached to the offering statement.

**2. NAME OF CO-OPERATIVE:**

Please give the full legal name of your co-operative exactly as shown on its certificate of incorporation or, if it has been changed, exactly as shown in the articles of amendment.

**3. DATE OF INCORPORATION:**

State the date the co-op was incorporated, as shown on its certificate of incorporation.

**4. HEAD OFFICE ADDRESS:**

State the co-op's complete head office address.

**5. DIRECTORS AND OFFICERS:**

For each director and officer, list his or her:

- Name, including all given names (no initials);
- Position in the co-operative;
- Place of residence;
- Principal occupation.





To help present this information clearly, you may wish to use this chart:

NAME	TITLE	PLACE OF RESIDENCE	PRINCIPAL OCCUPATION

**6. DESCRIPTION OF THE BUSINESS OF THE CO-OPERATIVE AND ITS SUBSIDIARIES, IF ANY:**

Briefly describe what your co-op does. The description should answer such questions as:

- What are the co-op's main products or services?
- What is the size of the co-op's business? How many members does it have?
- If the co-op has subsidiaries, what kind of business are they in and what is the co-op's relationship to them?

Even if your co-op is just starting, the description of its planned business should answer these basic questions.

**7. SUMMARY OF THE CO-OPERATIVE'S MOST RECENT BUSINESS PLAN, IF ANY:**

Summarize the co-op's current business plan. The summary should include such information as:

- The history, if any, of the co-op's operations and its current objectives.
- Any significant changes in the co-op's business, such as changes in number of outlets, products, or the size of its operations.
- The marketing plan for the co-op's product. Describe the market for the co-op's products or services and how the co-op intends to attract and serve this market.
- The facilities, equipment, human resources, and operating expenses





needed to implement the co-op's business plan. Be specific about how your co-op intends to pay these costs.

- Any other information about the co-op's business which potential investors need to know in order to make an informed decision.

The full business plan may be attached to the offering statement, but you must still summarize it in this section of the offering statement. In this section, you also have to describe the potential risks associated with any forecasts, projections, or predictions contained in the business plan. The following statement should also appear in large type on the cover of the business plan:

**The information in any projections, forecasts, or pro forma statements contained in this business plan may vary materially from actual results.**

If your co-op is just starting and does not have a business plan, summarize the co-op's current objectives and how it plans to achieve them. You also have to state that the co-op does not have a business plan in this section of the offering statement.

**8. DESCRIPTION OF THE CO-OPERATIVE'S CAPITAL STRUCTURE AND THE RIGHTS, PRIVILEGES, CONDITIONS AND MATERIAL CHARACTERISTICS OF ITS SECURITIES, INCLUDING THE SECURITIES BEING OFFERED UNDER THIS OFFERING STATEMENT:**

Describe the co-op's capital structure under these headings: (The first heading applies only to co-ops incorporated with share capital.)

**SHARE CAPITAL** *(ONLY FOR CO-OPS INCORPORATED WITH SHARE CAPITAL)*

The description of the co-op's share capital has to state:

- The authorized capital of each class of the co-op's shares. The **authorized capital** is stated in the co-op's articles of incorporation. It is the most the co-op can raise by selling shares.
- The issued capital of each class of the co-op's shares. The **issued capital** is the total value of shares already sold before this offering.



- The rights, privileges, conditions and main features of each class of the co-op's shares. Here the co-op has to make clear:
  - Which shares are being offered for sale under the offering statement and which are not;
  - The minimum amount, if any, an investor has to purchase;
  - Any restrictions on the issue and transfer of the shares;
  - The dividend payable on the shares, if any. If the shares carry a dividend, state whether the dividend is cumulative or non-cumulative;
  - The ranking of the shares, if any, in the payment of dividends relative to the payment of dividends on other shares or the payment of patronage returns;
  - Whether and how the shareholder may require the co-op to redeem the shares;
  - Whether the co-op has established a sinking fund to redeem the shares;
  - Whether and how the co-operative may redeem the shares;
  - The redemption price of the shares;
  - The ranking of the shares compared to other securities and creditors when the co-op winds up or dissolves;
  - Any other important characteristics of the shares.

The co-op's authorized capital and the features of its shares are stated in the co-op's articles of incorporation. Please make sure the information in this section of the offering statement is consistent with the articles.





## **LOAN CAPITAL (FOR ALL CO-OPS)**

Describe the co-op's outstanding loan capital, if any. **Outstanding loan capital** is the amount of money the co-op has borrowed by issuing such securities as **member loans** and **debentures**. Indicate clearly the member loans or debentures that are offered for sale under this offering statement.

If **member loans** are being described, include such information as:

- The minimum member loan, if any;
- The restrictions on transfers of member loans.

The features of the co-op's member loans are stated in its articles of incorporation. Please make sure the information in this section of the offering statement is consistent with the articles.

If **debentures** are being described, include such information as:

- The principal amount of the debentures;
- The minimum amount, if any, an investor has to purchase;
- The rate of return the co-op intends to pay on the debentures;
- The maturity date of the debentures and whether a sinking fund has been established to redeem them on that date;
- Whether the co-op has the right to redeem debentures before the maturity date;
- Whether and how the debentures are secured by the co-op's assets;
- Restrictions on transfer, if any;
- The ranking of the debentures compared to the co-op's other securities on interest payments and when the co-op winds up or dissolves;
- Any other important characteristics of the debentures.



## **MEMBERSHIP FEES (FOR ALL CO-OPS)**

If your co-op charges membership fees, please state the amount and how often they are paid.

### **9. STATEMENT OF THE MAXIMUM AND MINIMUM AMOUNT OF THE OFFERING, AND A DESCRIPTION OF HOW THE PROCEEDS WILL BE USED:**

State the minimum and maximum amount the co-op plans to raise for each security and series of security offered.

The amount offered should be based on what your co-op needs to achieve its objectives and can reasonably expect to raise. The minimum amount should be the least your co-op needs to raise. The maximum amount should be the most your co-op could use, based on its business plan.

Describe what your co-op will do with the money raised from the securities issued. Show the cost of buildings, equipment, and other capital purchases, as well as administrative expenses.

If the proceeds are to be used to make investments, describe the co-op's investment policy. If the business in which the co-op intends to invest has been identified, then describe the nature of the business, its capital structure, and management.

If the proceeds are to be used to finance the co-op's reorganization or amalgamation, or a major purchase or sale, state when this is planned and what its general effect on the co-op will be.

### **10. DESCRIPTION OF WHAT WILL HAPPEN TO THE PROCEEDS IF THE MINIMUM AMOUNT OF THE OFFERING IS NOT RAISED:**

If the co-op is unable to raise the minimum amount offered, state whether the co-op will return the funds that have been raised and describe the terms under which it will do so.





**11. DESCRIPTION OF HOW THE SECURITIES WILL BE SOLD. INCLUDE A DESCRIPTION OF ANY COMMISSIONS PAYABLE OR DISCOUNTS ALLOWABLE:**

Describe how and to whom the co-op intends to sell securities.

**12. DESCRIPTION OF THE MARKET ON WHICH THE SECURITIES MAY BE SOLD, IF ANY.**

If there is a market where the securities offered may be bought and sold, describe how and when security holders may get access to the market, and any fees involved.

**13. NAME OF EACH TRANSFER AGENT AND REGISTRAR, IF ANY, AND LOCATION OF EACH REGISTER OF TRANSFER:**

If your co-op has a transfer agent or registrar, give the name and address. A transfer agent or registrar is usually a corporation (such as a trust company) which maintains official records (names and addresses) of security holders. This information is kept in a register of transfer.

**14. DESCRIPTION OF THE AMOUNT AND PARTICULARS OF ANY SECURITIES, MORTGAGES, BONDS, DEBENTURES, OR OTHER DEBT OBLIGATIONS RANKING AHEAD OF THE SECURITIES BEING OFFERED:**

Describe any loans the co-op has, including overdrafts. Please indicate :

- The amount and terms of the loan or debt, including any mortgages and debentures;
- The financial institution or person acting as creditor;
- Whether and how the loans are secured;
- Whether the co-op has missed any interest or principal payments;
- Whether any loans have been refinanced and, if so, why;
- Unusually large debts with trade creditors, including any debts in arrears with these creditors.



If the co-op is planning to borrow money but has not finalized the loan, state the amount and probable terms. Also describe how such loans are likely to rank compared to the co-op's other securities.

**15. DESCRIPTION OF ANY MATERIAL LEGAL PROCEEDINGS TO WHICH THE CO-OPERATIVE OR ITS SUBSIDIARY IS A PARTY:**

Describe any lawsuits in which the co-op is or expects to be involved. Identify the parties involved, the court, and when the proceedings began or will begin.

**16. DESCRIPTION OF ANY MATERIAL INTEREST OF ANY DIRECTOR, OFFICER, OR EMPLOYEE OF THE CO-OPERATIVE OR ITS SUBSIDIARY IN:**

**(A) THE OPERATION OF THE CO-OPERATIVE GENERALLY:**

If any director, officer, or employee of the co-op or its subsidiaries has a material interest in the co-op's contracts or business, describe the nature of that interest fully.

**(B) THE SECURITIES BEING OFFERED SPECIFICALLY:**

If any director, officer, or employee of the co-op or its subsidiaries has a material interest in the securities offered, describe the nature of that interest fully.

**17. DESCRIPTION OF EVERY MATERIAL CONTRACT ENTERED INTO DURING THE TWO YEARS BEFORE THE DATE OF THIS OFFERING STATEMENT:**

Describe all contracts the co-op has signed that may significantly affect the co-op. Include:

- The dates the contracts were entered into ;
- The names of individuals or companies with whom the co-op has signed contracts;
- Amount, purpose, and terms of the contracts;
- Any difficulties the parties have or have had meeting their contractual obligations.





**18. DESCRIPTION OF THE RISK FACTORS OF THE CO-OPERATIVE AND THE SECURITIES BEING OFFERED:**

Describe risk factors in detail. The description might include such statements as:

- The co-op is just starting and the directors and management do not have experience in the co-op's planned line of business;
- There is no established market for the co-op's product;
- Implementing the co-op's business plan depends on zoning or other governmental approvals that the co-op may not be able to get;
- The payment of dividends on shares is not guaranteed and depends on the co-op's performance;
- Investors may have difficulty redeeming the co-op's securities since there is no established market for them.

**19. DESCRIPTION OF ANY SUBSTANTIAL VARIATION IN THE OPERATING RESULTS OF THE CO-OPERATIVE DURING THE THREE YEARS BEFORE THE DATE OF THIS OFFERING STATEMENT:**

Describe any major changes, positive or negative, in the co-op's operating results over the last three years. For example, your co-op's net income may recently have increased sharply due to the sale of a major asset. You have to inform investors of the sale and make clear that this is a one-time event.

**20. AMOUNT OF DIVIDENDS, PATRONAGE RETURNS, OR OTHER DISTRIBUTIONS PAID, DECLARED, OR ACCUMULATED BUT UNPAID DURING THE FIVE YEARS BEFORE THE DATE OF THIS OFFERING STATEMENT:**

State the co-op's record of paying dividends and patronage returns over the last five years, or since the co-op was incorporated if this period is less than five years ago. Please identify:

- The class of share and its dividend rate;
- Years in which a dividend payment was missed, or a reduced dividend was paid;



- Years in which the board of directors declared but did not pay a dividend;
- Years in which dividends were paid as stock dividends;
- The total amount distributed as dividends for each class of share;
- Years in which patronage returns were paid to members or non-members, and the total amount distributed this way.

**21. NAME AND ADDRESS OF THE CO-OPERATIVE'S AUDITOR, IF APPLICABLE:**

If your co-op has an auditor, give the name and address.

**22. DESCRIPTION OF ANY OTHER MATERIAL FACTS:**

Describe all other facts about the co-op or its subsidiaries that might affect a person's decision to invest in it. For example, if your co-op has not yet prepared its first financial statements or the co-op is replacing its management, potential investors must be informed.

**23. CERTIFICATE OF DISCLOSURE:**

A certificate of disclosure has to be attached to the end of your offering statement (before any attachments or appendices). The certificate must contain the following statement in large type:

**THE FOREGOING CONSTITUTES FULL, TRUE AND PLAIN DISCLOSURE OF ALL MATERIAL FACTS RELATING TO THE SECURITIES OFFERED BY THIS OFFERING STATEMENT AS REQUIRED BY SECTION 35 OF THE CO-OPERATIVE CORPORATIONS ACT.**

The certificate has to be signed by the Chair of the Board, President, and Treasurer of the co-op, and dated.





## **MATERIAL CHANGE STATEMENT**

### **INSTRUCTIONS**

Please check the section called "**Material Change Statement**" in this guide to find out if your co-op has to file a material change statement.

This section contains a format for material change statements. It has been developed to help you prepare a material change statement; you are not required to use it. If you would like to use a different format for your co-op's material change statement, please ensure that the material change statement provides all the information required by the Regulations under the Co-operative Corporations Act.

---

**Ontario Corporation  
Number:**

## **MATERIAL CHANGE STATEMENT**

### **1. NAME OF CO-OPERATIVE:**

Please give the full legal name of your co-operative exactly as shown on its certificate of incorporation or, if it has been changed, exactly as shown in the articles of amendment.

### **2. DATE ON WHICH THE OFFERING STATEMENT WAS RECEIPTED:**

State the date on which the Ministry of Finance issued a receipt for your co-op's offering statement. You can find this date on the receipt.

### **3. DATE OF MATERIAL CHANGE:**

Indicate the date on which the material change occurred.



**4. DESCRIPTION OF MATERIAL CHANGE:**

Describe the material change and how it affects the co-op and the securities offered. The description has to indicate how the material change affects the information provided in the offering statement.

**5. CERTIFICATE OF DISCLOSURE:**

A certificate of disclosure has to be attached to the material change statement. The certificate must contain the following statement in large type:

**THE FOREGOING CONSTITUTES FULL, TRUE AND PLAIN  
DISCLOSURE OF ANY MATERIAL CHANGE IN THE FACTS SET OUT  
IN THE OFFERING STATEMENT AS REQUIRED BY SECTION 35 OF  
THE CO-OPERATIVE CORPORATIONS ACT.**

The certificate has to be signed by the Chair of the Board, President, and Treasurer of the co-op, and dated.





## OFFERING STATEMENT

1. *TABLE OF CONTENTS:*

2. *NAME OF CO-OPERATIVE:* .....

.....

3. *DATE OF INCORPORATION:* .....

4. *HEAD OFFICE ADDRESS:* .....

(street & no. or R.R. & if multi-office bldg. give room no.)

.....

5. *DIRECTORS AND OFFICERS:*

NAME	TITLE	PLACE OF RESIDENCE	PRINCIPAL OCCUPATION



6. DESCRIPTION OF THE BUSINESS OF THE CO-OPERATIVE AND ITS SUBSIDIARIES, IF ANY:
7. SUMMARY OF THE CO-OPERATIVE'S MOST RECENT BUSINESS PLAN, IF ANY:
8. DESCRIPTION OF THE CO-OPERATIVE'S CAPITAL STRUCTURE AND THE RIGHTS, PRIVILEGES, CONDITIONS AND MATERIAL CHARACTERISTICS OF ITS SECURITIES, INCLUDING THE SECURITIES BEING OFFERED UNDER THIS OFFERING STATEMENT:  
  
SHARE CAPITAL (ONLY FOR CO-OPS INCORPORATED WITH SHARE CAPITAL)  
  
LOAN CAPITAL (FOR ALL CO-OPS)  
  
MEMBERSHIP FEES (FOR ALL CO-OPS)
9. STATEMENT OF THE MAXIMUM AND MINIMUM AMOUNT OF THE OFFERING, AND A DESCRIPTION OF HOW THE PROCEEDS WILL BE USED:
10. DESCRIPTION OF WHAT WILL HAPPEN TO THE PROCEEDS IF THE MINIMUM AMOUNT OF THE OFFERING IS NOT RAISED:
11. DESCRIPTION OF HOW THE SECURITIES WILL BE SOLD. INCLUDE A DESCRIPTION OF ANY COMMISSIONS PAYABLE OR DISCOUNTS ALLOWABLE:
12. DESCRIPTION OF THE MARKET ON WHICH THE SECURITIES MAY BE SOLD, IF ANY:
13. NAME OF EACH TRANSFER AGENT AND REGISTRAR, IF ANY, AND LOCATION OF EACH REGISTER OF TRANSFER:
14. DESCRIPTION OF THE AMOUNT AND PARTICULARS OF ANY SECURITIES, MORTGAGES, BONDS, DEBENTURES, OR OTHER DEBT OBLIGATIONS RANKING AHEAD OF THE SECURITIES BEING OFFERED:
15. DESCRIPTION OF ANY MATERIAL LEGAL PROCEEDINGS TO WHICH THE CO-OPERATIVE OR ITS SUBSIDIARY IS A PARTY:





16. *DESCRIPTION OF ANY MATERIAL INTEREST OF ANY DIRECTOR, OFFICER, OR EMPLOYEE OF THE CO-OPERATIVE OR ITS SUBSIDIARY IN:*

(A) THE OPERATION OF THE CO-OPERATIVE GENERALLY:

(B) THE SECURITIES BEING OFFERED SPECIFICALLY:

17. *DESCRIPTION OF EVERY MATERIAL CONTRACT ENTERED INTO DURING THE TWO YEARS BEFORE THE DATE OF THIS OFFERING STATEMENT:*

18. *DESCRIPTION OF THE RISK FACTORS OF THE CO-OPERATIVE AND THE SECURITIES BEING OFFERED:*

19. *DESCRIPTION OF ANY SUBSTANTIAL VARIATION IN THE OPERATING RESULTS OF THE CO-OPERATIVE DURING THE THREE YEARS BEFORE THE DATE OF THIS OFFERING STATEMENT:*

20. *AMOUNT OF DIVIDENDS, PATRONAGE RETURNS, OR OTHER DISTRIBUTIONS PAID, DECLARED, OR ACCUMULATED BUT UNPAID DURING THE FIVE YEARS BEFORE THE DATE OF THIS OFFERING STATEMENT:*

21. *NAME AND ADDRESS OF THE CO-OPERATIVE'S AUDITOR, IF APPLICABLE:*

22. *DESCRIPTION OF ANY OTHER MATERIAL FACTS:*

23. *CERTIFICATE OF DISCLOSURE:*

THE FOREGOING CONSTITUTES FULL, TRUE AND PLAIN DISCLOSURE OF ALL MATERIAL FACTS RELATING TO THE SECURITIES OFFERED BY THIS OFFERING STATEMENT AS REQUIRED BY SECTION 35 OF THE CO-OPERATIVE CORPORATIONS ACT.

DATE AT....., THIS.....DAY OF.....19.....

\_\_\_\_\_  
CHAIR OF THE BOARD

\_\_\_\_\_  
PRESIDENT

\_\_\_\_\_  
TREASURER



Ontario Corporation  
Number:

## MATERIAL CHANGE STATEMENT

1. *NAME OF CO-OPERATIVE:* .....  
.....
2. *DATE ON WHICH THE OFFERING STATEMENT WAS RECEIPTED:* .....
3. *DATE OF MATERIAL CHANGE:* .....
4. *DESCRIPTION OF MATERIAL CHANGE:*
5. *CERTIFICATE OF DISCLOSURE:*

THE FOREGOING CONSTITUTES FULL, TRUE AND PLAIN DISCLOSURE OF ANY MATERIAL CHANGE IN THE FACTS SET OUT IN THE OFFERING STATEMENT AS REQUIRED BY SECTION 35 OF THE CO-OPERATIVE CORPORATIONS ACT.

DATE AT....., THIS.....DAY OF.....19.....

\_\_\_\_\_  
CHAIR OF THE BOARD

\_\_\_\_\_  
PRESIDENT

\_\_\_\_\_  
TREASURER





## SAMPLE MEMBERSHIP SHARE CERTIFICATE

You can buy standard blank share certificates in bookstores and office supply shops. However, you can also prepare your own certificates using the sample below which is specifically for co-operatives.

No.:**[certificate number]**

**[number]** of shares

Incorporated under the Ontario Co-operative Corporations Act

**[name of co-operative]**

This certifies that **[name of purchaser]**  
is the registered holder of **[number of shares]**  
fully paid **Membership Shares** in the

**[name of co-operative]**

The co-operative has a lien on the shares represented by this Certificate for any debt the member owes the co-operative.

**The transfer of these shares is restricted.** [Indicate what the restrictions are.  
For example: **Shares may be transferred only with the consent of the board of directors.**]

This Certificate is signed by the authorized officers of the co-operative, as witnesses of the above.

Date: **[date of issue of share certificate]**

**[signature]**  
(president)

**[signature]**  
(treasurer or secretary)



## SAMPLE PREFERENCE SHARE CERTIFICATE

You can buy standard blank share certificates in bookstores and office supply shops. However, you can also prepare your own certificates using the sample below which is specifically for co-operatives.

No.: [certificate number]

[number] of shares

Incorporated under the Ontario Co-operative Corporations Act

[name of co-operative]

This certifies that [name of purchaser]  
is the registered holder of [number and class of shares]  
fully paid **Preference Shares** in the

[name of co-operative]

The class or series of shares represented by this Certificate has rights, privileges, restrictions, or conditions attached to it. The co-operative will give a shareholder, on demand, a full copy of the text of those rights, privileges, restrictions and conditions.

The co-operative has a lien on the shares represented by this Certificate for any debt the shareholder owes the co-operative.

[Describe any restrictions on the transfer of these shares. For example: **Shares may be transferred only with the consent of the board of directors.**]

This Certificate is signed by the authorized officers of the co-operative, as witnesses to the above.

Date: [date of issue of share certificate]

[signature]  
(president)

[signature]  
(treasurer or secretary)





## SAMPLE LOAN CERTIFICATE

No.: [certificate number]

Amount of loan: [loan amount]

Incorporated under the Ontario Co-operative Corporations Act

[name of co-operative]

This certifies that [name of lender]

has submitted [amount] dollars to be invested as a demand member loan which may be repaid at any time on presentation of this loan certificate to the

[name of co-operative]

Interest is to be paid [monthly, yearly], and calculated on a [daily, weekly, monthly] basis, taking into account all new loans and repayments during the [month or year] at a rate determined by the Board of Directors.

**This loan is:**

[sample 1:] not secured by any assets, inventory, or accounts receivable.

[sample 2:] secured by the assets, inventory, and accounts receivable of the co-op.

**This loan is not guaranteed or insured by any government agency.**

**The transfer of this loan is restricted.** [indicate what the restrictions are:]

[sample 1:] This loan may not be transferred.

[sample 2:] This loan may be transferred only with the consent of the board of directors.

This Certificate is signed by the authorized officers of the co-operative, as witnesses to the above.

Date: [date of issue of loan certificate]

[signature]  
(president)

[signature]  
(lender)

[signature]  
(treasurer or secretary)

















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